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**Monsanto**

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Monsanto Chemical Company  
800 N. Lindbergh Boulevard  
St. Louis, Missouri 63167  
Phone: (314) 694-1000

September 29, 1986

Mr. Ken Rone  
Ashgrove Cement Co.  
3801 E. Marginal Way S.  
Seattle, WA 98134

Dear Mr. Rone:

Monsanto Company, with general offices at 800 North Lindbergh Boulevard, St. Louis, Missouri 63167 ("Monsanto"), and Rhone-Poulenc, Inc., with general offices at Monmouth Junction, New Jersey 08852 ("Rhone-Poulenc"), have signed an agreement in principle relating to the sale by Monsanto to Rhone-Poulenc of Monsanto's vanillin business which includes its Seattle, Washington, Plant.

The closing of this sale is expected to become effective on or about October 1, 1986. As part of this sale, Monsanto intends to assign and transfer to Rhone-Poulenc, effective as of the closing of said sale, all of its right, title and interest in and to the contract between Monsanto and you (the "Contract") which relates to vanillin black liquor solids produced by Monsanto at the Seattle, Washington, Plant, as described below:

Contract for supply of vanillin black liquor solids, dated March 26, 1980, and assigned to Ashgrove as of March 23, 1984.

Rhone-Poulenc also intends to assume and be bound by all of the obligations and covenants of Monsanto accruing under the Contract on and after closing.

The assignment and assumption of the Contract will become effective only if Monsanto sells its vanillin business to Rhone-Poulenc and at the time the closing of said sale becomes effective.

For purposes of coordinating the placement of orders for vanillin black liquor solids under the Contract and for delivery on or after the closing, your contact at Rhone-Poulenc is as follows:

Mr. Bruce Pallante  
9229 E. Marginal Way S.  
Seattle, WA 98108

Phone: 206/764-4450

*Bob -  
Ashgrove considers the  
"Contract" to be non-assignable  
- Allen*

*ADVISED BRUCE PALLANTE OF  
SUCH ON 10/20. HE SAID HE  
WOULD ADVISE MONSANTO - R*

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September 29, 1986  
Mr. Ken Rone  
Ashgrove Cement Co.

Very truly yours,  
MONSANTO COMPANY

By R.E. Rhoades  
Title Business Manager

RHONE-POULENC, INC.

By R.E. Rhoades  
Title Business Manager

RER:ssm

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